FORM D

UNITED STATES

108/290

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB API	PROVAL					
OMB Number:	3235-0076					
Expíres:	May 31, 2005					
Estimated average	Estimated average burden					
hours per respo	nse 1					
SEC USI	E ONLY					
Prefix	Serial					
DATE RE	CEIVED					

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Common Stock Issuance	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Redback Networks Inc.	
Address of Executive Offices (Number and Street, City, State, Zip Code) 300 Holger Way, San Jose, CA 95134	Telephone Number (Including Area Code) 408-750-5000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Telecommunications networking	fr. d. 22.24 - 1
Type of Business Organization Corporation Iimited partnership, already formed business trust limited partnership, to be formed other	MAIL - 1 2004 PROCESSED
Actual or Estimated Date of Incorporation or Organization: Month Year 0 8 9 6 Surisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service Abbreviation for Standar, FN for other foreign jurisdiction)	Actual Estimated MAR 03 2004, tate:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

12. 4

A. BASIC IDENTIFICATION DATA
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
DeNuccio, Kevin A.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San José, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Antoun, Georges
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Arnold, Joel M.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Cronan III, Thomas L.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual) Kurtz, William
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Listwin, Donald J.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Behren, Roy D.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Redback Networks Inc., 300 Holger Way, San Jose, CA 95134
(Use blank sheet, or conv and use additional copies of this sheet, as necessary)

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Flannery, Kevin S.					
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Redback Networks Inc.,	300 Holger Way, Sa	n Jose, CA 95134			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Friezo, David C.					
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Redback Networks Inc.,	300 Holger Way, Sa	n Jose, CA 95134			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if Giordano, Paul	individual)				
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Redback Networks Inc.,	•				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director · · ·	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Peterson, Joel L. A.		······································			
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Redback Networks Inc.,	300 Holger Way, Sa	n Jose, CA 95134			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
TCV IV, L.P.					
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Technology Crossover V	entures, 528 Ramon	a Street, Palo Alto, CA	94301		
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
TCV IV Strategic Partners,	L.P.				
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
c/o Technology Crossover V	entures, 528 Ramon	a Street, Palo Alto, CA	94301		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Alta Partners Convertible A	rbitrage Fund (1)				
Business or Residence Address	ss (Number and Street	t, City, State, Zip Code)			
One Embarcadero Center, S	Suite 4050, San Fran	cisco, CA 94111			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Creedon Keller & Partners,	Inc. (1)				
Business or Residence Addre	ss (Number and Street	t, City, State, Zip Code)		-	
123 2 nd Street, #120, Sausali					
(1) Creedon Keller and Partnowns Common Stock of the Is		estment advisory services	to, and has investment disc	cretion over, The Alt	a Partners Family of Funds which

Check Box(es) that Apply:		Promoter	\boxtimes	Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i FMR Corp.	f indiv	idual)							
Business or Residence Addre	ss (Nii	mher and Street	City	State Zin Code)			 		
82 Devonshire Street, Bosto			i, City	, state, zip code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	mber and Stree	, City	, State, Zip Code)			 All Many Many		
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	imber and Street	, City	, State, Zip Code)			 	6. 1. 1.	
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	imber and Street	t, City	, State, Zip Code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	imber and Stree	t, City	, State, Zip Code)			 		
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	imber and Stree	, City	, State, Zip Code)			 		
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)							
Business or Residence Addre	ss (Nu	imber and Stree	t, City	, State, Zip Code)					
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual) .							
Business or Residence Addre	ess (Nu	imber and Stree	t, City	, State, Zip Code)					

			В.	INFOR	MATION A	ROUL OF	FERING				
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?										Yes	No ⊠
Answer also in Appendix, Column 2, if filing under ULOE.											
2. What is the minimum investment that will be accepted from any individual?									\$	N/A	
3. Does the offering permit joint ownership of a single unit?										Yes ⊠	No
er the informatio	n requested for	or each perso	n who has be	en or will be	paid or given	, directly or i	ndirectly, any	commissio	n or similar		
	•					_	•				
five (5) persons		-									
	et if individu	(1e									
ie (Eust nume m	si, ii iiidividu	(ai)									
or Residence Ac	idress (Numb	er and Street	, City, State	Zip Code)			<u> </u>				
Associated Brok	er or Dealer	<u> </u>									
Which Person L	isted Has Sol	icited or Inte	nds to Solic	t Purchasers							
					***************************************					☐ Al	l States
[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
ne (Last name fir	st. if individu	ial)									
, 											
or Residence Ac	ddress (Numb	er and Stree	t, City, State	, Zip Code)							
Associated Brok	er or Dealer					- <u></u>					
Which Person L	isted Has Sol	icited or Inte	nds to Solic	it Purchasers			****		111,4		
k "All States" or	check individ	duals States)						****************		☐ Al	1 States
[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[AK] [IN]		[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [[MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
	[AZ]				. ,		. ,				
[IN]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
[IN]] [NE]	[AZ] [IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ]	[LA] [NM]	[ME]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[IN]] [NE] [SC]	[AZ] [IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[IN]] [NE] [SC] ne (Last name fir	[AZ] [IA] [NV] [SD] est, if individu	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[IN]] [NE] [SC] ne (Last name fir	[AZ] [IA] [NV] [SD] est, if individuddress (Number or Dealer	[KS] [NH] [TN] aal) per and Stree	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[IN] [NE] [SC] ne (Last name fir or Residence Ac	[AZ] [IA] [NV] [SD] st, if individu ddress (Numb	[KS] [NH] [TN] aal) per and Stree	[KY] [NJ] [TX] t, City, State	[LA] [NM] [UT] , Zip Code)	[ME] [NY] [VT]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR] [WY]	[MO] [PA]
[IN] [NE] [SC] ne (Last name fir or Residence Ad Associated Brok Which Person L	[AZ] [IA] [NV] [SD] st, if individuation (Number of Dealer isted Has Sol	[KS] [NH] [TN] aal) per and Stree	[KY] [NJ] [TX] t, City, State	[LA] [NM] [UT] , Zip Code)	[ME] [NY] [VT]	[MD] [NC]	[[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR] [WY]	[MO] [PA] [PR]
[IN] [NE] [SC] ne (Last name fir or Residence Ac Associated Brok Which Person L k "All States" or	[AZ] [IA] [NV] [SD] st, if individu ddress (Numb cer or Dealer isted Has Sol check indivi	[KS] [NH] [TN] aal) per and Stree dicited or Inteduals States)	[KY] [NJ] [TX] t, City, State	[LA] [NM] [UT] , Zip Code)	[ME] [NY] [VT]	[MD] [NC] [VA]	[[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]
[IN] [NE] [SC] The (Last name fire or Residence Action Associated Broken Which Person Lik "All States" or [AK]	[AZ] [IA] [NV] [SD] est, if individuates (Number or Dealer isted Has Sol check individual)	[KS] [NH] [TN] per and Stree dicited or Inteduals States) [AR]	[KY] [NJ] [TX] t, City, State	[LA] [NM] [UT] , Zip Code)	[CT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]
	at is the minimules the offering poler the information for solution or agent of a five (5) persons der only. The (Last name firm or Residence Action of Act	at is the minimum investment es the offering permit joint ow er the information requested for uneration for solicitation of pr son or agent of a broker or dea in five (5) persons to be listed a ler only. The (Last name first, if individual or Residence Address (Numb Associated Broker or Dealer Which Person Listed Has Sol k "All States" or check individual [AK] [AZ] [IN] [IA] [NE] [NV] [SC] [SD] The (Last name first, if individual or Residence Address (Numb Associated Broker or Dealer Which Person Listed Has Sol which Person Listed Has Sol	at is the minimum investment that will be est the offering permit joint ownership of a er the information requested for each person funeration for solicitation of purchasers in common agent of a broker or dealer registered in five (5) persons to be listed are associated ler only. The (Last name first, if individual) The or Residence Address (Number and Street Associated Broker or Dealer Which Person Listed Has Solicited or Inte to "All States" or check individuals States) [AK] [AZ] [AR] [IN] [IA] [KS] [NE] [NV] [NH] [SC] [SD] [TN] The (Last name first, if individual) or Residence Address (Number and Street Associated Broker or Dealer Which Person Listed Has Solicited or Inte Associated Broker or Dealer Which Person Listed Has Solicited or Inte	Answer a at is the minimum investment that will be accepted fro the information requested for each person who has be the information requested for each person who has be the information for solicitation of purchasers in connection who is not agent of a broker or dealer registered with the SE of five (5) persons to be listed are associated persons of selections. The control of the information requested for each person who has be the information for solicitation of purchasers in connection where the information of purchasers in connection when the information of purchasers in connection when the second of the information of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of purchasers in connection when the second of the information of the informat	Answer also in Appen at is the minimum investment that will be accepted from any individuals the offering permit joint ownership of a single unit?	Answer also in Appendix, Column at is the minimum investment that will be accepted from any individual?	Answer also in Appendix, Column 2, if filing use it is the minimum investment that will be accepted from any individual? Answer also in Appendix, Column 2, if filing use it is the minimum investment that will be accepted from any individual? Est the offering permit joint ownership of a single unit? Est the information requested for each person who has been or will be paid or given, directly or interaction for solicitation of purchasers in connection with sales of securities in the offering. It is on or agent of a broker or dealer registered with the SEC and/or with a state or states, list the rest five (5) persons to be listed are associated persons of such a broker or dealer, you may set follow the first, if individual) For Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers K "All States" or check individuals States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [SC] [SD] [TN] [TX] [UT] [VT] [VA] The (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers Which Person Listed Has Solicited or Intends to Solicit Purchasers	Answer also in Appendix, Column 2, if filing under ULOE. Answer also in Appendix, Column 2, if filing under ULOE. at is the minimum investment that will be accepted from any individual? at is the minimum investment that will be accepted from any individual? at is the offering permit joint ownership of a single unit? are the information requested for each person who has been or will be paid or given, directly or indirectly, any uneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be son or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the bit of ive (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the inform let only. be (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers k "All States" or check individuals States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] the (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers	the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. at is the minimum investment that will be accepted from any individual? at is the minimum investment that will be accepted from any individual? at the offering permit joint ownership of a single unit? are the information requested for each person who has been or will be paid or given, directly or indirectly, any commission uneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an son or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or deal in five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for the let only. a (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers k "All States" or check individuals States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] are (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers	Answer also in Appendix, Column 2, if filling under ULOE. Answer also in Appendix, Column 2, if filling under ULOE. at is the minimum investment that will be accepted from any individual? set the offering permit joint ownership of a single unit? er the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar unteration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated is not agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more if ive (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or lear only. the (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers k "All States" or check individuals States) [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] i [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] be (Last name first, if individual) or Residence Address (Number and Street, City, State, Zip Code) Associated Broker or Dealer Which Person Listed Has Solicited or Intends to Solicit Purchasers	the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$1,770,750.00	\$ <u>1,770,750.00</u>
	Common Preferred		
	Convertible Securities (including warrants)		\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>1,770,750.00</u>	\$ <u>1,770,750.00</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchase
	Accredited investors	1	\$ <u>1,770,750.00</u>
	Non-accredited Investors	0	\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		5 .11
	Type of Offering Rule 505	Type of Security	Dollar Amount Sold
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees	\boxtimes	\$ 2,500.00
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total	\boxtimes	\$2,500.00

Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C · Question 4 b above. Payments To Officers, Directors & Officers, Directors & Officers, Directors & Affiliates Salaries and fees	total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer" S_1,768,250.00		C. OFFERING P	PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4 b above Payments To Officers, Directors & Officiares Dir	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4,b above. Payments to Officers, Directors & Affiliates		total expenses furnished in response to Part C	- Question 4.a. This difference is the "adjusted gross	i	\$_1,768,250.00
Salaries and fees S S S Purchase of real estate S S Purchase, rental or leasing and installation of machinery and equipment. S S Purchase, rental or leasing of plant buildings and facilities S S Construction or leasing of plant buildings and facilities S S Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S S Repayment of indebtedness S S S Other (specify): S S Column Totals S S Total Payments Listed (column totals added) S 1,768,250.00 The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes intertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any in correlated investor pursuant to paragraph (b)(2) of Rule 502. Sessuer (Print or Type) Signature Date Redback Networks Inc. Date Redback Networks Inc. Date February 24, 2004	Salaries and fees S S S Purchase of real estate S S Purchase, rental or leasing and installation of machinery and equipment S S Purchase, rental or leasing of plant buildings and facilities S S Construction or leasing of plant buildings and facilities S S Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S S Repayment of indebtedness S S 768,250.00 Working capital S S Other (specify) S S Column Totals S S 768,250.00 Total Payments Listed (column totals added) S 1,768,250.00 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any nor occredited investor pursuant to paragraph (b)(2) of Rule 502. Susuer (Print or Type) Signature Date Redback Networks Inc Date Red	5.	the purposes shown. If the amount for any purpleft of the estimate. The total of the payments	pose is not known, furnish an estimate and check the box to listed must equal the adjusted gross proceeds to the issuer	the	
Purchase of real estate	Purchase of real estate				Officers, Directors &	•
Purchase, rental or leasing and installation of machinery and equipment. S S S S S S S S S S S S S S S S S S S	Purchase, rental or leasing and installation of machinery and equipment		Salaries and fees		\$	\$
Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Construction or leasing of plant buildings and facilities		Purchase of real estate		S	S
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		Purchase, rental or leasing and installation of	machinery and equipment	\$	<u> </u>
used in exchange for the assets or securities of another issuer pursuant to a merger)	used in exchange for the assets or securities of another issuer pursuant to a merger). S		Construction or leasing of plant buildings and	□ \$	<u> </u>	
Working capital	Working capital		Acquisition of other businesses (including the used in exchange for the assets or securities o	e value of securities involved in this offering that may be f another issuer pursuant to a merger)	s	□ s
Other (specify): \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Other (specify): S S S		Repayment of indebtedness		□ \$	∑ \$ 1,768,250.00
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necredited investor pursuant to paragraph (b)(2) of Rule 502. Susuer (Print or Type) Redback Networks Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Superior (Print or Type) Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)		Working capital		S	□ \$
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necessited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non accredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)		Other (specify):		□ \$	□ s
D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any neccredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Pate February 24, 2004 Title of Signer (Print or Type) Title of Signer (Print or Type)	D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-incredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)		Column Totals		S	∑ \$ <u>1,768,250.00</u>
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Pate February 24, 2004 Title of Signer (Print or Type) Title of Signer (Print or Type)	The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes a undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-incredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)		Total Payments Listed (column totals ad	lded)		8,250.00
indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necredited investor pursuant to paragraph (b)(2) of Rule 502. Suer (Print or Type) Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	indertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-incredited investor pursuant to paragraph (b)(2) of Rule 502. Signature Redback Networks Inc. Signature Redback Networks Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	_		D. FEDERAL SIGNATURE		
Redback Networks Inc. Redback Networks Inc. Redba	Redback Networks Inc. Mobile Lonar February 24, 2004 Name of Signer (Print or Type) Title of Signer (Print or Type)	ınd	ertaking by the issuer to furnish the U.S. Securities	s and Exchange Commission, upon written request of its staff le 502.		
Name of Signer (Print or Type) Title of Signer (Print or Type)	Name of Signer (Print or Type) Title of Signer (Print or Type)		• • •		ate	
					ebruary 24, 2004	
Thomas E. Cronal III Schol Vice I resident of I mance and Administration and Chief I maneral officer					d Chief Financial Officer	
				ATTENTION		
ATTENTION	ATTENTION		Intentional Misstatements or	Omissions of Fact Constitute Federal Criminal Violatic	ons. (See 18. U.S.C. 100	 1.)